

James H.M. Sprayregen P.C.
Paul M. Basta
Ray C. Schrock
KIRKLAND & ELLIS LLP
601 Lexington Avenue
New York, New York 10022
Telephone: (212) 446-4800
Facsimile: (212) 446-4900

- and -

James J. Mazza, Jr.
KIRKLAND & ELLIS LLP
300 North LaSalle
Chicago, Illinois 60654
Telephone: (312) 862-2000
Facsimile: (312) 862-2200

Counsel to the Debtors and Debtors in Possession

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:)	
)	Chapter 11
)	
THE GREAT ATLANTIC & PACIFIC TEA)	Case No. 10-24549 (RDD)
COMPANY, INC., <i>et al.</i>)	
)	
Debtors.)	Jointly Administered
)	

**AGENDA OF MATTERS SCHEDULED FOR HEARING
ON JUNE 14, 2011 AT 10:00 A.M. PREVAILING EASTERN TIME**

Time and Date of Hearing: June 14, 2011 at 10:00 a.m. (prevailing Eastern Time) (the “*Hearing*”).¹

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are: The Great Atlantic & Pacific Tea Company, Inc. (0974); 2008 Broadway, Inc. (0986); AAL Realty Corporation (3152); Adbrett Corporation (5661); Amsterdam Trucking Corporation (1165); APW Supermarket Corporation (7132); APW Supermarkets, Inc. (9509); Bergen Street Pathmark, Inc. (1604); Best Cellars DC Inc. (2895); Best Cellars Inc. (9550); Best Cellars Licensing Corp. (2896); Best Cellars Massachusetts, Inc. (8624); Best Cellars VA Inc. (1720); Bev, Ltd. (9046); Borman’s Inc. (9761); Bridge Stuart, Inc. (8652); Clay-Park Realty Co., Inc. (0902); Compass Foods, Inc. (0653); East Brunswick Stuart, LLC (9149); Farmer Jack’s of Ohio, Inc. (5542); Food Basics, Inc.(1210); Gramatan Foodtown Corp. (5549); Grape Finds At DuPont, Inc. (9455); Grape Finds Licensing Corp. (7091); Grapefinds, Inc. (4053); Greenlawn Land Development Corp. (7062); Hopelawn Property I, Inc. (6590); Kohl’s Food Stores, Inc. (2508); Kwik Save Inc. (8636); Lancaster Pike Stuart, LLC (9158); LBRO Realty, Inc. (1125); Lo-Lo Discount Stores, Inc. (8662); Mac

Location of Hearing: The Honorable Robert D. Drain, Bankruptcy Judge
United States Bankruptcy Court of the Southern District of New
York, 300 Quarropas Street, White Plains, New York 10601-4140.

Copies of Pleadings: Each pleading can be viewed on the Court's website at
www.ecf.nysb.uscourts.gov and at the website of the Debtors' notice
and claims agent, Kurtzman Carson Consultants LLC ("KCC"), at
www.kccllc.net/aptea or by calling KCC at (877) 660-6625, or
internationally at 732-645-4133.

I. INTRODUCTION

II. MAIN PROCEEDING, IN RE THE GREAT ATLANTIC & PACIFIC TEA COMPANY, INC. *ET AL.* (CASE NO. 10-24549)

A. CONTESTED MATTERS RELATED TO SOUTH STORE SALES PROCESS

1. Debtors' Motion to Assume and Assign Lease. Debtors' Motion Pursuant to Sections 363 and 365 of the Bankruptcy Code Authorizing the Debtors to Assume and Assign the Unexpired Lease of Non-Residential Real Property Between A&P and Englar Center Limited Partnership [Docket No. 1717].

Response Date: June 7, 2011 at 4:00 p.m. (prevailing Eastern Time).

Response Received:

- (A) Limited Objection of Southpaw Credit Opportunity Master Fund LP to Superfresh Sale Motions [Docket No. 1796].

Related Document:

- (B) Notice of Filing Amended Sale Order for the Sale of Debtors' Westminster Lease to Englar Center Limited Partnership [Docket No. 1762].

Status: This matter is going forward.

Dade Boulevard Stuart, LLC (9155); McLean Avenue Plaza Corp. (5227); Milik Service Company, LLC (0668); Montvale Holdings, Inc. (6664); North Jersey Properties, Inc. VI (6586); Onpoint, Inc. (6589); Pathmark Stores, Inc. (9612); Plainbridge, LLC (5965); SEG Stores, Inc. (4940); Shopwell, Inc. (3304); Shopwell, Inc. (1281); Spring Lane Produce Corp. (5080); Super Fresh/Sav-A-Center, Inc. (0228); Super Fresh Food Markets, Inc. (2491); Super Market Service Corp. (5014); Super Plus Food Warehouse, Inc. (9532); Supermarkets Oil Company, Inc. (4367); The Food Emporium, Inc. (3242); The Old Wine Emporium of Westport, Inc. (0724); The South Dakota Great Atlantic & Pacific Tea Company, Inc (4647); Tradewell Foods of Conn., Inc. (5748); Upper Darby Stuart, LLC (9153); and Waldbaum, Inc. (8599). The location of the Debtors' corporate headquarters is Two Paragon Drive, Montvale, New Jersey 07645.

2. Debtors' Motion to Approve Sale of Pharmacy Assets. Debtors' Motion for Entry of an Order Approving the Sale of Certain Pharmacy Assets of Certain Superfresh Banner Stores Pursuant to Section 363 of the Bankruptcy Code and in Accordance with Court-Approved Bidding Procedures [Docket No. 1718].

Response Date: June 7, 2011 at 4:00 p.m. (prevailing Eastern Time).

Responses Received:

- (A) Limited Objection of Southpaw Credit Opportunity Master Fund LP to Superfresh Sale Motions [Docket No. 1796].
- (B) Objection of Charles Plaza, LLC to the Assumption and Assignment of the Unexpired Lease of Super Fresh Store No. 101 [Docket No. 1810].

Related Document:

- (C) Order Approving Bidding Procedures in Connection with the Proposed Sale of Certain Superfresh Banner Store Assets [Docket No. 1478].

Status: This matter is going forward.

3. Debtors' Motion to Approve Sale of Ellicott City Store. Debtors' Motion for Entry of an Order (I) Approving Sale of the Debtors' Ellicott City, Maryland Store to SUPERVALU, INC. Free and Clear of Liens, Claims, Encumbrances, and Other Interests, (II) The Assumption and Assignment of the Unexpired Lease of the Ellicott City, Maryland Store in Connection Therewith, and (III) Granting Related Relief [Docket No. 1720].

Response Date: June 7, 2011 at 4:00 p.m. (prevailing Eastern Time).

Response Received:

- (A) Limited Objection of Southpaw Credit Opportunity Master Fund LP to Superfresh Sale Motions [Docket No. 1796].

Related Documents:

- (B) Notice of Filing Purchase Agreement and Amended Sale Order for the Debtors' Sale of Ellicott City, Maryland Store Assets to SUPERVALU, INC. [Docket No. 1764].

- (C) Order Approving Bidding Procedures in Connection with the Proposed Sale of Certain Superfresh Banner Store Assets [Docket No. 1478].

Status: This matter is going forward.

4. Debtors' Motion to Approve Sale of Lot 1 and Lot 2 Stores. Debtors' Motion for Entry of an Order (I) Approving Sale of Lot 1 and Lot 2 SuperFresh Stores to Mrs. Greens Management Corporation and Village Super Market Inc. Free and Clear of Liens Claims, Encumbrances, and Other Interests, (II) The Assumption and Assignment of Certain Unexpired Leases in Connection Therewith, and (III) Granting Related Relief [Docket No. 1719].

Response Date: June 7, 2011 at 4:00 p.m. (prevailing Eastern Time).

Responses Received:

- (A) Objection of Robert A. Burka and Paul S. Burka, Trustees, to Selection of Mrs. Green's Management Corp. and Village Supermarket Inc. as Successful Bidders for Lease of Super Fresh Store at 4330-48th Street NW Washington, DC [Docket Nos. 1702, 1703, 1830] (the "**Burka Objection**").
- (B) Declaration of Robert A. Burka [Docket No. 1797].
- (C) Objection of Broadneck Development Corp. to Debtors' Motion for Entry of an Order (I) Approving Sale of Lot 1 and Lot 2 SuperFresh Stores to Mrs. Greens Management Corporation and Village Super Market Inc. Free and Clear of Liens Claims, Encumbrances, and Other Interests, (II) The Assumption and Assignment of Certain Unexpired Leases in Connection Therewith, and (III) Granting Related Relief; and Objection to Notice of (I) Assumption and Assignment of the Unexpired Lease of Store Number 891 - Arnold, Maryland, (II) Proposed Lease Cure Amounts, (III) Objection Deadlines , and (IV) Related Information [Docket No. 1788].
- (D) Ahold USA, LLC's Response and Reservation of Rights to Debtors' Motion for Entry of an Order (I) Approving Sale of Lot 1 and Lot 2 SuperFresh Stores to Mrs. Greens Management Corporation and Village Super Market Inc. Free and Clear of Liens, Claims, Encumbrances, and other Interests, (II) The Assumption and Assignment of Certain Unexpired Leases in Connection Therewith, and (III) Granting Related Relief [Docket No. 1793].
- (E) Limited Objection of Southpaw Credit Opportunity Master Fund LP to Superfresh Sale Motions [Docket No. 1796].

- (F) Objection of UFCW 1776 and 400 to Debtors' Motion for Entry of an Order (I) Approving Sale of Lot 1 and Lot 2 Superfresh Stores to Mrs. Green's Management Corporation and Village Supermarket, Inc. Free and Clear of Liens, Claims, Encumbrances, and Other Interests, (II) the Assumption and Assignment of Certain Unexpired Leases in Connection Therewith, and (III) Granting Related Relief [Docket No. 1800].
- (G) Objection of A-MCB White Oak LLC to Debtors' Proposed Assumption and Assignment of The Unexpired Non-Residential Lease For A&P Store #985 [Docket No. 1803].
- (H) Limited Objection and Response of UFCW Local 27 to Debtors' Motion for Entry of an Order (I) Approving Sale of Lot 1 and Lot 2 Superfresh Stores to Mrs. Green's Management Corporation and Village Super Market, Inc. Free and Clear of Liens, Claims, Encumbrances, and Other Interests, (II) the Assumption and Assignment of Certain Unexpired Leases in Connection Therewith, and (III) Granting Related Relief [Docket No. 1804] **[Withdrawn]**.
- (I) Amended Limited Objection and Response of UFCW Local 27 to Debtors' Motion for Entry of an Order (I) Approving Sale of Lot 1 and Lot 2 Superfresh Stores to Mrs. Green's Management Corporation and Village Super Market, Inc. Free and Clear of Liens, Claims, Encumbrances, and Other Interests, (II) the Assumption and Assignment of Certain Unexpired Leases in Connection Therewith, and (III) Granting Related Relief [Docket No. 1806] **[Withdrawn]**.
- (J) Supplement to Objection of Paul S. Burka and Robert A. Burka, Trustees, to the Selection of Mrs. Greens Management Corp. and Village Supermarket Inc. as Successful Bidders for the Lease of SuperFresh Store #979, at 4330-48th Street, NW, Washington, DC [Docket No. 1836].
- (K) Objection of Regency Centers, L.P. to the Debtor's Motion for Entry of an Order (I) Approving Sale of Lot 1 and Lot 2 Superfresh Stores to Mrs. Green's Management Corporation and Village Super Market Inc. Free and Clear of Liens, Claims, Encumbrances, and Other Interests, (II) the Assumption and Assignment of Certain Unexpired Leases in Connection Therewith, and (III) Granting Related Relief [Docket No. 1837].

Related Document:

- (L) Declaration of John J. Sumas [Docket No. 1848].

(M) Notice of Filing of Amended Lot 1 APA and Lot 2 APA [Docket No. 1855].

Status: This matter is going forward.

5. Robert A. Burka and Paul S. Burka Lift Stay Motion. Motion of Robert A. Burka and Paul S. Burka, Trustees for Relief from Automatic Stay [Docket No. 1704].

Response Date: June 7, 2011 at 4:00 p.m. (prevailing Eastern Time).

Response Received:

- (A) Debtors' Objection to Motion of Robert A. Burka and Paul S. Burka, Trustees for Relief from Automatic Stay [Docket No. 1807].

Related Documents:

- (B) Objection of Robert A. Burka and Paul S. Burka, Trustees, to Selection of Mrs. Green's Management Corp. and Village Supermarket Inc. as Successful Bidders for Lease of Super Fresh Store at 4330 - 48th Street NW Washington, DC [Docket No. 1703].
- (C) Order Approving Bidding Procedures in Connection with the Proposed Sale of Certain Superfresh Banner Store Assets [Docket No. 1478].

Status: This matter is going forward.

B. CONTESTED MATTER

6. CSC's Motion to Compel Compliance. CSC Colonial Commons Subtenant LLC's Motion for Order Compelling Debtors' Compliance with Post Petition Major Lease and Sublease Obligations Pursuant to Sections 365 and 105 of the Bankruptcy Code [Docket No. 1710].

Response Date: June 10, 2011 at 4:00 p.m. (prevailing Eastern Time). The response deadline for the Debtors has been extended by agreement to June 10, 2011 at 4:00 p.m. (prevailing Eastern Time).

Responses Received: None.

Related Documents: None.

Status: This matter is going forward.

C. CONTESTED LEASE REJECTION NOTICES

7. Plaza at Debtford, LP Objection to Rejection Notice. Objection of the Plaza at Debtford, LP to Debtors' Notice of (I) Rejection of the Unexpired Lease of 1450 Clements Bridge Road Debtford, NJ 08096, (II) Objection Deadlines, (III) Proposed Rejection Order, and (IV) Related Information [Docket No. 1536].

Reply Date: June 13, 2011 at 12:00 p.m. (prevailing Eastern Time).

Responses Received: None.

Related Document:

- (A) Notice of Filing Proposed Uncontested Order Approving Rejection of Unexpired Nonresidential Real Property Leases and Subleases in Accordance with the Global Store Rationalization Procedures [Docket No. 1454].
- (B) Affidavit of Service of Objection to Motion to Reject Lease or Executory Contract/Notice of Service of Rejection Notices and Proposed Rejection Order Pursuant to Global Store Rationalization Procedures [Docket No. 1570].

Status: This matter is going forward.

8. New Lucky House Objection to Rejection Notice. Objection of New Lucky House to Debtors' Notice of Service of Rejection Notices and Proposed Rejection Order Pursuant to Global Store Rationalization Procedures [Docket No. 1471].

Reply Date: June 13, 2011 at 12:00 p.m. (prevailing Eastern Time).

Responses Received: None.

Related Document:

- (A) Notice of Service of Rejection Notices and Proposed Rejection Order Pursuant to Global Store Rationalization Procedures [Docket No. 1374].
- (B) Affidavit of Service re Motion to Reject Lease or Executory Contract/Notice of Service of Rejection Notices and Proposed Rejection Order Pursuant to Global Store Rationalization Procedures [Docket No. 1419].

Status: This matter is going forward.

9. Best Choice Card & Gift Corp. Objection to Rejection Notice. Objection of Best Choice Card & Gift Corp. to Debtors' Notice of Service of Rejection Notices and Proposed Rejection Order Pursuant to Global Store Rationalization Procedures [Docket No. 1489].

Reply Date: June 13, 2011 at 12:00 p.m. (prevailing Eastern Time).

Responses Received: None.

Related Document:

- (A) Notice of Service of Rejection Notices and Proposed Rejection Order Pursuant to Global Store Rationalization Procedures [Docket No. 1374].
- (B) Affidavit of Service re Motion to Reject Lease or Executory Contract/Notice of Service of Rejection Notices and Proposed Rejection Order Pursuant to Global Store Rationalization Procedures [Docket No. 1419].

Status: This matter is going forward

D. ORDERS ON PRESENTMENT

10. Pension Benefit Guaranty Corporation Stipulation. Notice of Presentment of Stipulation and Agreed Order Allowing Pension Benefit Guaranty Corporation to File Consolidated Claims Under One Case Number [Docket No. 1688].

Response Date: June 7, 2011 at 4:00 p.m. (prevailing Eastern Time).

Responses Received: None.

Related Documents: None.

Status: This matter is going forward for the purpose of presenting a stipulation and agreed order.

11. General Electric Capital Corporation Stipulation. Notice of Presentment of Stipulation and Agreed Order Regarding Certain Leases Between the Debtors and General Electric Capital Corporation [Docket No. 1750].

Response Date: June 14, 2011 at 9:30 a.m. (prevailing Eastern Time).

Responses Received: None.

Related Documents: None.

Status: This matter is going forward for the purpose of presenting a stipulation and agreed order.

E. WITHDRAWN MATTERS

12. Samuel Schwartz. Motion for Relief from Stay Filed by Samuel Schwartz [Docket No. 1726].

Response Date: June 10, 2011 at 4:00 p.m. (prevailing Eastern Time).

Responses Received: None.

Related Documents: None.

Status: Counsel has represented this matter will be withdrawn.

13. Joan G. Cianfaglione. Motion for Relief from the Automatic Stay Filed by Joan G. Cianfaglione [Docket No. 1728].

Response Date: June 10, 2011 at 4:00 p.m. (prevailing Eastern Time).

Responses Received: None.

Related Documents:

(A) Notice of Motion to Lift Stay [Docket No. 1727].

Status: Counsel has represented this matter will be withdrawn.

F. RESOLVED MATTER

14. Rich Products Corporation. Motion of Rich Products Corporation for Relief from the Automatic Stay in Order to Effect Setoff Pursuant to 11 U.S.C. Section 553 [Docket No. 1000].

Response Date: June 7, 2011 at 4:00 p.m. (prevailing Eastern Time).

Responses Received: None.

Related Documents: None.

Status: This matter has been resolved.

III. ADVERSARY PROCEEDINGS

A. THE GREAT ATLANTIC & PACIFIC TEA COMPANY, INC. *ET AL.* V. OFFICEMAX, INC. (ADVERSARY PROCEEDING CASE NO. 11-08213)

15. Status Conference.

Responses Received: Not applicable.

Related Document:

- (A) Consent Order on Plaintiff's Motion for a Stay or, in the Alternative, Preliminary Injunction Relief Halting Prosecution of the OfficeMax v. Martin, *et al.* Complaint [Docket No. 15].

Status: The parties will proceed with a status conference on this matter.

B. UFCW LOCAL 342 V. PATHMARK STORES, INC. (ADVERSARY PROCEEDING CASE NO. 11-08239)

16. Motion to Dismiss. Motion and Memorandum in Support of Defendant's Motion to Dismiss Pursuant to Federal Rule of Civil Procedure 12(b)(6) [Docket No. 4].

Response Received:

- (A) Memorandum of Law of Local 342 in Opposition to Motion to Dismiss [Docket No. 5].

Related Document:

- (B) Reply in Support of Defendant's Motion to Dismiss Pursuant to Federal Rule of Civil Procedure 12(B)(6) [Docket No. 6].

Status: This matter is going forward.

IV. INTERIM FEE APPLICATIONS

17. Milbank, Tweed, Hadley & McCloy LLP. First Application of Milbank, Tweed, Hadley & McCloy LLP, Counsel to Official Committee of Unsecured Creditors, for Interim Approval and Allowance of Compensation for Services Rendered and for Reimbursement of Expenses During Period from December 21, 2010 Through and Including February 28, 2011 [Docket No. 1562].
18. Lazard Frères & Co. LLC. First Interim Application of Lazard Frères & Co. LLC, Debtors' Investment Banker, for Compensation and Reimbursement of Expenses Incurred for the Period December 12, 2010 Through February 28, 2011 [Docket No. 1563].
19. Huron Consulting Services LLC. First Interim Application of Huron Consulting Services LLC as Financial Advisors for the Debtors and Debtors in Possession for Allowance and Payment of Compensation for Professional Services Rendered and Reimbursement of Actual and Necessary Expenses Incurred from December 12, 2010 Through February 28, 2011 [Docket No. 1564].
20. PricewaterhouseCoopers LLP. First Interim Application of PricewaterhouseCoopers LLP, Independent Auditor and Tax Advisor for the Debtors, for Compensation for Services Rendered and for Reimbursement of Expenses Incurred for the Period from December 12, 2010 Through February 28, 2011 [Docket No. 1565].
21. Kirkland & Ellis LLP. First Interim Application of Kirkland & Ellis LLP as Attorneys for the Debtors and Debtors in Possession for Allowance and Payment of Compensation for Professional Services Rendered and Reimbursement of Actual and Necessary Expenses Incurred from December 12, 2010 Through February 28, 2011 [Docket No. 1566].
22. FTI Consulting, Inc. First Interim Application of FTI Consulting, Inc., Financial Advisor to the Official Committee of Unsecured Creditors of The Great Atlantic & Pacific Tea Company, Inc., et al., for Interim Allowance of Compensation and Reimbursement of Expenses for Services Rendered During the Period December 21, 2010 Through February 28, 2011 [Docket No. 1567].

Response Date: June 7, 2011 at 4:00 p.m. (prevailing Eastern Time).

Responses Received: None.

Related Documents:

- (A) Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals [Docket No. 505].

Status: This matter is going forward. The parties are addressing informal comments from the United States Trustee.

V. ADJOURNED MATTERS

- 23. Joanice and Jose Silva's Motions to Modify Stay. Motion to Modify Stay [Docket No. 812, 818].

Response Date: April 21, 2011 at 4:00 p.m. (prevailing Eastern Time).

Related Documents:

- (A) Debtors' Omnibus Objection to Motions to Modify or Lift the Automatic Stay Pursuant to 11 U.S.C. § 362(d) [Docket No. 893].
- (B) Debtors' Omnibus Objection and Supplemental Objection to Motions to Modify or Lift the Automatic Stay Pursuant to 11 U.S.C. § 362(d) on Account of Personal Injury Claims [Docket No. 1380].

Status: This matter is adjourned to the Court's omnibus hearing on July 7, 2011.

- 24. Balance Innovations LLC's Motion for Expense Claim. Motion by Balance Innovations LLC for Payment of Administrative Expense Claim [Docket No. 914].

Response Date: April 21, 2011 at 4:00 p.m. (prevailing Eastern Time). The response deadline for the Debtors has been extended by agreement to June 30, 2011 at 4:00 p.m. (prevailing Eastern Time).

Responses Received: None.

Related Documents: None.

Status: This matter is adjourned to the Court's omnibus hearing on July 7, 2011.

25. Denver Insurance Company Motion for Relief from Stay. Motion of Security Life of Denver Insurance Company for Relief from the Automatic Stay in Order to Issue Notices Pursuant to Debtor Pathmark Stores, Inc.'s Pre-Petition Corporate Owned Life Insurance Policies and to Enforce Rights and Remedies Therein [Docket No. 1485].

Response Date: June 7, 2011 at 4:00 p.m. (prevailing Eastern Time). The response deadline for the Debtors and the official committee of unsecured creditors has been extended by agreement to June 28, 2011 at 4:00 p.m. (prevailing Eastern Time).

Related Documents:

- (A) Notice of Adjournment of Hearing on Security Life of Denver Insurance Company's Motion for Relief from the Automatic Stay in Order to Issue Notices Pursuant to Debtor Pathmark Stores, Inc.'s Pre-Petition Corporate Owned Life Insurance Policies and to Enforce Rights and Remedies Therein [Docket No. 1579].
- (B) Notice of Adjournment of Hearing on Security Life of Denver Insurance Company's Motion for Relief from the Automatic Stay in Order to Issue Notices Pursuant to Debtor Pathmark Stores, Inc.'s Pre-Petition Corporate Owned Life Insurance Policies and to Enforce Rights and Remedies Therein [Docket No. 1682].

Status: This matter is adjourned to the Court's omnibus hearing on July 7, 2011.

New York, New York
Dated: June 10, 2011

/s/ Ray C. Schrock

James H.M. Sprayregen P.C.
Paul M. Basta
Ray C. Schrock
KIRKLAND & ELLIS LLP
601 Lexington Avenue
New York, New York 10022
Telephone: (212) 446-4800
Facsimile: (212) 446-4900

- and -

James J. Mazza, Jr.
KIRKLAND & ELLIS LLP
300 North LaSalle
Chicago, Illinois 60654
Telephone: (312) 862-2000
Facsimile: (312) 862-2200

Counsel to the Debtors and Debtors in Possession